

UNITED STATES BANKRUPTCY COURT

____MIDDLE____ DISTRICT OF ____FLORIDA____
____JACKSONVILLE____ DIVISION

IN RE:	}	CASE NUMBER
	}	<u>3:16-bk-02233-PMG</u>
<u>PREMIER EXHIBITIONS</u>	}	
<u>MANAGEMENT, LLC</u>	}	JUDGE <u>PAUL M. GLENN</u>
	}	
DEBTOR.	}	CHAPTER 11

DEBTOR'S STANDARD MONTHLY OPERATING REPORT (BUSINESS)

FOR THE PERIOD
FROM June 14, 2016 TO June 30, 2016

Comes now the above-named debtor and files its Monthly Operating Reports in accordance with the Guidelines established by the United States Trustee and FRBP 2015.

/s/ Daniel F. Blanks
Attorney for Debtor's Signature

Debtor's Address
and Phone Number:

Premier Exhibitions Management, LLC
3045 Kingston Court, Suite I
Peachtree Corners, GA 30071
+1 (404) 842-2600

Attorney's Address
and Phone Number:

Nelson Mullins (Attn: Daniel Blanks)
50 N. Laura Street, 41st Floor
Jacksonville, FL 32202
+1 (904) 665-3600

Note: The original Monthly Operating Report is to be filed with the court and a copy simultaneously provided to the United States Trustee Office. Monthly Operating Reports must be filed by the 20th day of the following month.

For assistance in preparing the Monthly Operating Report, refer to the following resources on the United States Trustee Program Website, http://www.usdoj.gov/ust/r21/reg_info.htm

- 1) Instructions for Preparations of Debtor's Chapter 11 Monthly Operating Report
- 2) Initial Filing Requirements
- 3) Frequently Asked Questions (FAQs) <http://www.usdoj.gov/ust/>

SCHEDULE OF RECEIPTS AND DISBURSEMENTS
FOR THE PERIOD BEGINNING June 14, 2016 AND ENDING June 30, 2016

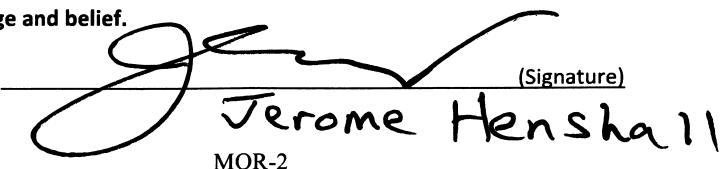
Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC **Case Number:** 3:16-bk-02233-PMG
Date of Petition: June 14, 2016

		June 14 to June 30	Cumulative
1	Beginning Cash Balance	6/14/16	\$1,235,737
	BofA PEM Operating	1,111,641	
	BofA PEM Tut	54,186	
	Petty Cash	7,580	
	Wells Fargo	4,546	
	UK Bank Balance	57,783	
2	Receipts		
	A. Cash Sales		
	Atlanta	52,032	52,032
	Las Vegas	559,626	559,626
	New York	548	548
	Orlando	65,212	65,212
	Online Sales	2,025	2,025
	Voucher Programs	1,600	1,600
	Touring Exhibitions	1,376	1,376
	B. Accounts Receivable	178,798	178,798
	C. Other Cash Collections	112,792	112,792
3	Total Receipts	974,009	974,009
4	Total Funds Available for Operations	\$2,209,746	\$2,209,746
5	Disbursements		
	Bank Charges & Fees	7,653	7,653
	Contract Labor	103,556	103,556
	Exhibition Operations	82,842	82,842
	Fixed Asset Payments	---	---
	Insurance	67,907	67,907
	Leases	1,853	1,853
	Marketing & Advertising	680	680
	Merchandise	1,527	1,527
	Payroll	93,996	93,996
	Payroll Taxes	38,861	38,861
	Professional Fees	15,000	15,000
	Rent	---	---
	Repairs & Maintenance	---	---
	Secured Creditor Payments	---	---
	Sales & Use Taxes	---	---
	Taxes Other	---	---
	Telephone	---	---
	Travel & Entertainment	1,642	1,642
	U.S. Trustee Quarterly Payments	---	---
	Utilities	841	841
	Vehicle Expenses	---	---
	Other	50,000	50,000
6	Total Disbursements	466,358	466,358
7	Ending Cash Balance	\$1,743,388	\$1,743,388
	Outstanding Checks	6/30/16	(359,897)
	Adjusted Cash Balance		1,383,491
			1,383,491

I declare under penalty of perjury that this statement and the accompanying documents and reports are true and correct to the best of my knowledge and belief.

This 29th day of July, 2016.

(Signature)


 Jerome Henshall
 MOR-2

MONTHLY SCHEDULE OF RECEIPTS AND DISBURSEMENTS (cont'd)
Detail of Other Receipts and Other Disbursements

OTHER RECEIPTS:

Describe Each Item of Other Receipt and List Amount of Receipt. Write totals on Page MOR-2, Line 2C.

			Period Ended			
			June 14 to			
			Date	June 30		
Other Cash Collections						
CA utility security deposit		6/13		\$55,570	\$55,570	
Greensboro fixed asset sale		6/13		47,700	47,700	
ACH Return Credit		6/14		1,588	1,588	
Cobra Deposit		6/17		2,778	2,778	
Paycor Refund		6/23		307	307	
RSC Insurance Overpayment		6/24		4,099	4,099	
DS Walter		6/30		750	750	
Total					\$112,792	

OTHER DISBURSEMENTS:

Describe Each Item of Other Disbursement and List Amount of Disbursement. Write totals on Page MOR-2, Line 5W.

			Period Ended					
			June 14 to					
			Vendor	Description	Date	June 30	Cumulative	
Fox Entertainment	Contract release payment				6/14/16		\$50,000	\$50,000
Total								\$50,000

NOTE: Attach a current Balance Sheet and Income (Profit & Loss) Statement.

ATTACHMENT 1
MONTHLY ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC Case Number: 3:16-bk-02233-PMG

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

ACCOUNTS RECEIVABLE AT PETITION DATE: **\$1,076,512**

ACCOUNTS RECEIVABLE RECONCILIATION

Balance at Beginning of Month	\$1,076,512
Current Month New Billings	---
Minus: Collections	(178,798)
PLUS/MINUS: Adjustments or Write-downs	---
Ending Balance	\$897,714

For any adjustments or Write-offs provide explanation and supporting documentation, if applicable: **Not Applicable**

POST PETITION ACCOUNTS RECEIVABLE AGING

0-30 Days	31-60 Days	61-90 Days	Over 90 Days	Total
\$367,342	\$245,830	\$49,717	\$234,826	\$897,714

For any receivables in the "Over 90 Days" category, please provide the following:

Customer	Date	Status	Amount
AEG Live	2/29/16	need to reconcile - reached settlement in May	10,417
Continental Guest Services	1/27/16	Likely uncollectible	325
Liberty Science Center	1/31/16	ongoing - invoice revision in June settlement	1,470
Molly Brown House Museum	2/19/16	received payment in July	1,338
Quebec, Inc.	2/15/10	Bad Debt -Serge/Quebec 100% reserved	21,983
Quebec, Inc.	4/5/10	Bad Debt -Serge/Quebec 100% reserved	8,201
Reserve Direct	2/9/16	ongoing Orlando voucher	198
Reserve Direct	3/18/16	ongoing Orlando voucher	409
Serge Grimeaux Productions	Jun.-10-Mar.11	Bad Debt -Serge/Quebec 100% reserved	190,503
Twin America LLC	1/27/16	Likely uncollectible	396
Witte Museum	Various	Likely uncollectible	(413)
Total			234,826

ATTACHMENT 2
MONTHLY ACCOUNTS PAYABLE AND SECURED PAYMENTS REPORT

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC Case Number: 3:16-bk-02233-PMG

Reporting Period beginning **June 14, 2016**

Period ending **June 30, 2016**

In the space below list all invoices or bills incurred and not paid since the filing of the petition. Do not include amounts owed prior to filing the petition. In the alternative, a computer generated list of payables may be attached provided all information requested below is included.

POST-PETITION ACCOUNTS PAYABLE

Date Incurred	Days Outstanding	Vendor	Description	Amount
6/16/16	14	Adam Englin	Contract Labor	\$360
6/28/16	2	Adam Englin	Contract Labor	570
6/18/16	12	Anglepix	Merchandise	1,540
6/30/16	---	Anglepix	Merchandise	3,028
6/14/16	16	BackTrack	Exhibition Operations	68
6/15/16	15	Comcast Business	Exhibition Operations	1,276
6/28/16	2	Creative Pest Management, Inc	Exhibition Operations	190
6/30/16	---	DK Intercompany	Exhibition Operations	26,297
6/18/16	12	Edgar Olave, LLC	Contract Labor	1,618
6/15/16	15	Feng (Investor - Wire)	Secured Creditor Payments	5,387
6/14/16	16	Georgia Power	Utilities	2,302
6/23/16	7	Georgia Power	Utilities	5,610
6/15/16	15	Haiping Zou (Investor - WIRE)	Secured Creditor Payments	5,387
6/14/16	16	Larkin Fowler	Professional Fees	7,374
6/17/16	13	Mahler~Jared	Contract Labor	5,565
6/14/16	16	Massey Services, Inc.	Exhibition Operations	89
6/30/16	---	Port Lua Productions LLC	Contract Labor	2,229
6/20/16	10	Premier Rigging Solutions Inc Ryan Ringl	Contract Labor	4,332
6/21/16	9	Ricoh aka Ikon Financial Service	Exhibition Operations	211
6/30/16	---	Semmel Concerts (Wire)	Tut Settlement	45,000
6/18/16	12	Stiegelbauer Associates	Contract Labor	550
6/30/16	---	Team Alternatives	Exhibition Operations	56,653
6/15/16	15	Total Quality Logistics, LLC	Exhibition Operations	935
6/21/16	9	UPS	Exhibition Operations	100
6/15/16	15	Zhang (Investor - WIRE)	Secured Creditor Payments	5,387
				\$182,058

Check here if pre-petition debts have been paid. Attach an explanation and copies of supporting documentation.

ACCOUNTS PAYABLE RECONCILIATION (Post Petition Unsecured Debt Only)

Balance at Beginning of Month	---
New A/P Incurred	\$268,648
Minus: Post-Petition Payments	86,590
PLUS/MINUS: Adjustments or Write-downs	---
Ending Balance	\$182,058

SECURED PAYMENTS REPORT

List the status of Payments to Secured Creditors and Lessors (Post Petition Only). If you have entered into a modification agreement with a secured creditor/lessor, consult with your attorney and the United States Trustee Program prior to completing this section). **Not Applicable**

(a)This number is carried forward from last month's report. For the first report only, this number will be zero.

(b, c)The total of line (b) must equal line (c).

(d)This number is reported in the "Current Month" column of Schedule of Receipts and Disbursements (Page MOR-2, Line 5N).

ATTACHMENT 3
INVENTORY AND FIXED ASSETS REPORT

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC **Case Number:** 3:16-bk-02233-PMG

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

INVENTORY REPORT

Inventory Balance at Petition Date \$855,692

INVENTORY RECONCILIATION:

Inventory Balance at Beginning of Month	\$855,692
PLUS: Inventory Purchased During Month	9,085
MINUS: Inventory Used or Sold	(33,820)
PLUS/MINUS: Adjustments or Write-downs	1,649
Inventory on Hand at End of Month	\$832,606

Inventory on Hand at End of Month \$832,606

METHOD OF COSTING INVENTORY: Weighted average cost

*For any adjustments or write-downs provide explanation and supporting documentation, if applicable.

[Need to explain the adjustment]

INVENTORY AGING

Less than 6 months old	6 mos. to 2 years	Greater than 2 years	Obsolete	Total
22.6%	53.9%	23.3%	0.2%	100.0%

Description of Obsolete Inventory: represents inventory related to non-touring exhibits.

ATTACHMENT 3
INVENTORY AND FIXED ASSETS REPORT (cont'd)

FIXED ASSET REPORT

FIXED ASSETS FAIR MARKET VALUE AT PETITION DATE: **\$4,000,000 (b)**
 (Includes Property, Plant and Equipment)

BRIEF DESCRIPTION (First Report Only): [includes lighting and other related exhibitory assets needed to support permanent and touring exhibition shows.]

Fixed Asset Book Value at Beginning of Month	\$4,136,039
MINUS: Depreciation Expense	---
PLUS: New Purchases	---
PLUS/MINUS: Adjustments or Write-downs	---
Ending Monthly Balance	\$4,136,039

*For any adjustments or write-downs, provide explanation and supporting documentation, if applicable.

Note: depreciation expense is currently calculated on a consolidated basis, not by legal entity.

BRIEF DESCRIPTION OF FIXED ASSETS PURCHASED OR DISPOSED OF DURING THE REPORTING PERIOD: **excess lighting fixtures and lighting related equipment was sold to the Greensboro Science Center for \$47,700.**

- (a)This number is carried forward from last month's report. For the first report only, this number will be the balance as of the petition date.
- (b)Fair Market Value is the amount at which fixed assets could be sold under current economic conditions. Book Value is the cost of the fixed assets minus accumulated depreciation and other adjustments.

ATTACHMENT 4A
MONTHLY SUMMARY OF BANK ACTIVITY - OPERATING ACCOUNT

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC **Case Number:** 3:16-bk-02233-PMG

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

Attach a copy of current month bank statement and bank reconciliation to this Summary of Bank Activity. A standard bank reconciliation form can be found at http://www.usdoj.gov/ust/r21/reg_info.htm. If bank accounts other than the three required by the United States Trustee Program are necessary, permission must be obtained from the United States Trustee prior to opening the accounts. Additionally, use of less than the three required bank accounts must be approved by the United States Trustee.

NAME OF BANK: Bank of America Merrill Lynch **BRANCH:** Not Applicable

ACCOUNT NAME: Premier Exhibition Management LLC **ACCOUNT NUMBER:** 3340 3706 9697

PURPOSE OF ACCOUNT: PEM OPERATING SWEEP

Ending Balance per Bank Statement	\$1,621,160
Plus Total Amount of Outstanding Deposits	---
Minus Total Amount of Outstanding Checks and other debits	361,750
Minus Service Charges	---
Ending Balance per Check Register	<u>\$1,259,410</u>

*Debit cards are used by: Not Applicable

The following disbursements were paid in Cash (do not includes items reported as Petty Cash on Attachment 4D):
 Check here if cash disbursements were authorized by United States Trustee)

None

TRANSFERS BETWEEN DEBTOR IN POSSESSION ACCOUNTS

Transferred to Payroll Account	\$132,857
Transferred to Tax Account	\$0

(a) The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).

ATTACHMENT 5A
CHECK REGISTER - OPERATING ACCOUNT

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC **Case Number:** 3:16-bk-02233-PMG

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

NAME OF BANK: **Bank of America Merrill Lynch** BRANCH: **NA**

ACCOUNT NAME: **Premier Exhibition Management LLC** ACCOUNT NUMBER: **3340 3706 9697**

PURPOSE OF ACCOUNT: **PEM OPERATING SWEEP**

Disbursements Detail

Date	Type	Vendor	Description	Amount
6/14/16	126608	Allstate Fire Equipment	Exhibition Operations	271
6/14/16	126608	Allstate Fire Equipment	Exhibition Operations	368
6/14/16	126613	Scana Energy	Utilities	475
6/14/16	126613	Scana Energy	Utilities	295
6/14/16	ACH	Worldpay	Bank Charges & Fees	70
6/14/16	ACH	Bank of America	Bank Charges & Fees	832
6/14/16	Wire	Fox Entertainment	Other	50,000
6/15/16	126565	Gwinnett County Police Dept	Exhibition Operations	25
6/15/16	126590	CRYSTAL SPRINGS	Exhibition Operations	26
6/15/16	ACH	Worldpay	Bank Charges & Fees	42
6/15/16	ACH	Bank of America	Bank Charges & Fees	6,097
6/16/16	126610	CRYSTAL SPRINGS	Exhibition Operations	312
6/16/16	126615	Sparkletts/Sierra Springs	Exhibition Operations	59
6/16/16	ACH	Worldpay	Bank Charges & Fees	559
6/17/16	126609	Best Dry Cleaners, Inc.	Exhibition Operations	489
6/17/16	126612	Keith Rock Art & Design LLC	Contract Labor	420
6/17/16	ACH	Backbone Productions LLC	Contract Labor	1,805
6/17/16	ACH	James A. Dennis	Contract Labor	6,653
6/17/16	ACH	Adam Englin	Contract Labor	2,040
6/17/16	ACH	Serena N James	Contract Labor	245
6/17/16	ACH	Edgar Olave, LLC	Contract Labor	813
6/17/16	ACH	Troy Anthony Portella	Contract Labor	200
6/17/16	ACH	Mario Schambon	Contract Labor	3,850
6/17/16	ACH	Joshua Swickard	Contract Labor	1,925
6/17/16	ACH	Misty Jackson	Contract Labor	360
6/21/16	Wire	Ocean Transport	Exhibition Operations	15,100
6/22/16	126540	COLTON JOINT UNIFIED SCHOOL DISTRICT	Exhibition Operations	343
6/22/16	126611	Gwinnett County Police Dept	Exhibition Operations	50
6/23/16	ACH	Andy Rock Fine Art Services LLC	Contract Labor	4,479
6/23/16	ACH	Collins Catering & Events	Exhibition Operations	4,794
6/23/16	ACH	Craters and Freighters Atlanta	Exhibition Operations	8,036

Disbursements Detail (con't)

Date	Type	Vendor	Description	Amount
6/23/16	ACH	James A. Dennis	Contract Labor	6,220
6/23/16	ACH	Front of House Production Services LLC	Contract Labor	4,763
6/23/16	ACH	IPFS Corporation	Contract Labor	5,688
6/23/16	ACH	Claude Zachary Jacobs	Contract Labor	3,600
6/23/16	ACH	MDJ & Associates	Contract Labor	2,550
6/23/16	ACH	Edgar Olave, LLC	Contract Labor	3,708
6/23/16	ACH	Port Lua Productions LLC	Contract Labor	5,643
6/23/16	ACH	Frank Rovito	Contract Labor	6,735
6/23/16	ACH	Shumate Mechanical Inc	Contract Labor	4,102
6/23/16	ACH	Stay Productions, LLC	Contract Labor	3,880
6/23/16	ACH	Joshua Swickard	Contract Labor	2,918
6/23/16	ACH	Gary Tedder	Contract Labor	1,820
6/23/16	ACH	Misty Jackson	Contract Labor	1,200
6/23/16	ACH	HomeSchool Expo	Marketing & Advertising	680
6/24/16	ACH	Ocean Transport	Exhibition Operations	9,600
6/27/16	126621	Keith Rock Art & Design LLC	Contract Labor	2,328
6/27/16	ACH	NPC	Exhibition Operations	508
6/30/16	126618	EDS Production Services, Inc. - Ed Schmeiding	Exhibition Operations	275
6/30/16	126620	Home Depot Credit Services	Exhibition Operations	5,800
6/30/16	126625	EDS Production Services, Inc. - Ed Schmeiding	Contract Labor	1,286
6/30/16	ACH	Worldpay	Bank Charges & Fees	40
6/30/16	ACH	Allgood Pest Solutions	Exhibition Operations	95
6/30/16	ACH	Anglepix	Exhibition Operations	1,928
6/30/16	ACH	Anglepix	Exhibition Operations	749
6/30/16	ACH	Anglepix	Exhibition Operations	1,540
6/30/16	ACH	Robert Nicolas Cline	Contract Labor	2,485
6/30/16	ACH	Collins Catering & Events	Exhibition Operations	3,148
6/30/16	ACH	Roy Glover	Contract Labor	1,500
6/30/16	ACH	Howard~Glen	Contract Labor	3,575
6/30/16	ACH	Litz Cleaning Services	Contract Labor	500
6/30/16	ACH	MDJ & Associates	Exhibition Operations	1,250
6/30/16	ACH	Port Lua Productions LLC	Contract Labor	1,153
6/30/16	ACH	Port Lua Productions LLC	Contract Labor	2,341
6/30/16	ACH	Republic Waste Services	Utilities	70
6/30/16	ACH	R&L Carriers, Inc.	Merchandise	727
6/30/16	ACH	Frank Rovito	Contract Labor	540
6/30/16	ACH	Frank Rovito	Contract Labor	541
6/30/16	ACH	Frank Rovito	Contract Labor	541
6/30/16	ACH	Frank Rovito	Contract Labor	3,375
6/30/16	ACH	Curio - Stacey Savatsky	Contract Labor	2,014
6/30/16	ACH	Mario Schambon	Contract Labor	3,300
6/30/16	ACH	Misty Jackson	Contract Labor	1,260
6/30/16	ACH	Misty Jackson	Contract Labor	1,200
6/30/16	ACH	Universal Creative Concepts	Merchandise	800
6/30/16	ACH	Ocean Transport	Exhibition Operations	28,075
6/14/16	126585	Doug Bunker	Travel & Entertainment	1,617
6/14/16	Wire	McGuire Woods	Professional Fees	15,000
6/15/16	126616	The Hanover Insurance Group	Insurance	20,468
6/21/16	126617	AFCO Credit Corporation	Insurance	3,509
6/22/16	126619	UnitedHealthcare Insurance Company	Insurance	12,783
6/28/16	126623	Premier Assignment Corporation	Insurance	31,146
6/30/16	ACH	Michael Little	Travel & Entertainment	25
6/30/16	ACH	Ascentium Capital Leasing	Leases	1,853
			Total	\$333,486

ATTACHMENT 4AMONTHLY SUMMARY OF BANK ACTIVITY - OPERATING ACCOUNT**Name of Debtor:** PREMIER EXHIBITIONS MANAGEMENT, LLC **Case Number:** 3:16-bk-02233-PMGReporting Period beginning **June 14, 2016**Period ending **June 30, 2016**

Attach a copy of current month bank statement and bank reconciliation to this Summary of Bank Activity. A standard bank reconciliation form can be found at http://www.usdoj.gov/ust/r21/reg_info.htm. If bank accounts other than the three required by the United States Trustee Program are necessary, permission must be obtained from the United States Trustee prior to opening the accounts. Additionally, use of less than the three required bank accounts must be approved by the United States Trustee.

NAME OF BANK: Bank of America Merrill Lynch **BRANCH:** Not Applicable**ACCOUNT NAME:** Premier Exhibition Management LLC **ACCOUNT NUMBER:** 3340 3709 3309**PURPOSE OF ACCOUNT:** PEM TUT

Ending Balance per Bank Statement	\$54,186
Plus Total Amount of Outstanding Deposits	---
Minus Total Amount of Outstanding Checks and other debits	---
Minus Service Charges	---
Ending Balance per Check Register	\$54,186

***Debit cards are used by:** Not Applicable

The following disbursements were paid in Cash (do not includes items reported as Petty Cash on Attachment 4D):
 Check here if cash disbursements were authorized by United States Trustee)

None**TRANSFERS BETWEEN DEBTOR IN POSSESSION ACCOUNTS**

Transferred to Payroll Account	\$0
Transferred to Tax Account	\$0

(a) The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).

ATTACHMENT 5A
CHECK REGISTER - OPERATING ACCOUNT

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC **Case Number:** 3:16-bk-02233-PMG

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

NAME OF BANK: Bank of America Merrill Lynch **BRANCH:** NA

ACCOUNT NAME: Premier Exhibition Management LLC **ACCOUNT NUMBER:** 3340 3709 3309

PURPOSE OF ACCOUNT: PEM TUT

Disbursements Detail

ATTACHMENT 4AMONTHLY SUMMARY OF BANK ACTIVITY - OPERATING ACCOUNT**Name of Debtor:** PREMIER EXHIBITIONS MANAGEMENT, LLC **Case Number:** 3:16-bk-02233-PMGReporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

Attach a copy of current month bank statement and bank reconciliation to this Summary of Bank Activity. A standard bank reconciliation form can be found at http://www.usdoj.gov/ust/r21/reg_info.htm. If bank accounts other than the three required by the United States Trustee Program are necessary, permission must be obtained from the United States Trustee prior to opening the accounts. Additionally, use of less than the three required bank accounts must be approved by the United States Trustee.

NAME OF BANK: **Wells Fargo Business Choice Checking** BRANCH: NAACCOUNT NAME: **Premier Exhibition Management, LLC** ACCOUNT NUMBER: **5812171139**PURPOSE OF ACCOUNT: **OPERATING**

Ending Balance per Bank Statement	\$4,532
Plus Total Amount of Outstanding Deposits	---
Minus Total Amount of Outstanding Checks and other debits	---
Minus Service Charges	---
Ending Balance per Check Register	\$4,532

Debit cards are used by: **Not Applicable**

The following disbursements were paid in Cash (do not includes items reported as Petty Cash on Attachment 4D):
 Check here if cash disbursements were authorized by United States Trustee)

None**TRANSFERS BETWEEN DEBTOR IN POSSESSION ACCOUNTS**

Transferred to Payroll Account	\$0
Transferred to Tax Account	\$0

(a) The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).

ATTACHMENT 5A
CHECK REGISTER - OPERATING ACCOUNT

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC **Case Number:** 3:16-bk-02233-PMG

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

NAME OF BANK: Wells Fargo Business Choice Checking **BRANCH:** NA

ACCOUNT NAME: Premier Exhibition Management, LLC **ACCOUNT NUMBER:** 5812171139

PURPOSE OF ACCOUNT: OPERATING

Disbursements Detail – Not Applicable

ATTACHMENT 4AMONTHLY SUMMARY OF BANK ACTIVITY - OPERATING ACCOUNT**Name of Debtor:** PREMIER EXHIBITIONS MANAGEMENT, LLC **Case Number:** 3:16-bk-02233-PMGReporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

Attach a copy of current month bank statement and bank reconciliation to this Summary of Bank Activity. A standard bank reconciliation form can be found at http://www.usdoj.gov/ust/r21/reg_info.htm. If bank accounts other than the three required by the United States Trustee Program are necessary, permission must be obtained from the United States Trustee prior to opening the accounts. Additionally, use of less than the three required bank accounts must be approved by the United States Trustee.

NAME OF BANK: Royal Bank of Scotland BRANCH: Not Applicable

ACCOUNT NAME: RMS Titanic (UK) Limited ACCOUNT NUMBER: 10134386

ACCOUNT NAME: Premier (United Kingdom) Limited ACCOUNT NUMBER: 10134351

PURPOSE OF ACCOUNT: OPERATING

Ending Balance per Bank Statement	\$57,783
Plus Total Amount of Outstanding Deposits	---
Minus Total Amount of Outstanding Checks and other debits	---
Minus Service Charges	---
Ending Balance per Check Register	\$57,783

Debit cards are used by: Not Applicable

The following disbursements were paid in Cash (do not includes items reported as Petty Cash on Attachment 4D):(Check here if cash disbursements were authorized by United States Trustee)**None****TRANSFERS BETWEEN DEBTOR IN POSSESSION ACCOUNTS**

Transferred to Payroll Account	\$0
Transferred to Tax Account	\$0

(a) The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).

ATTACHMENT 5A
CHECK REGISTER - OPERATING ACCOUNT

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC **Case Number:** 3:16-bk-02233-PMG

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

NAME OF BANK: Royal Bank of Scotland BRANCH: Not Applicable

ACCOUNT NAME: RMS Titanic (UK) Limited ACCOUNT NUMBER: 10134386

ACCOUNT NAME: Premier (United Kingdom) Limited ACCOUNT NUMBER: 10134351

PURPOSE OF ACCOUNT: OPERATING

Disbursements Detail - Not Applicable

ATTACHMENT 4B
MONTHLY SUMMARY OF BANK ACTIVITY - PAYROLL ACCOUNT

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC **Case Number:** 3:16-bk-02233-PMG

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

Attach a copy of current month bank statement and bank reconciliation to this Summary of Bank Activity.

NAME OF BANK: **Bank of America Merrill Lynch** BRANCH: **Not Applicable**

ACCOUNT NAME: **Premier Exhibition Management LLC** ACCOUNT NUMBER: **3340 3706 9713**

PURPOSE OF ACCOUNT: **PAYROLL**

Ending Balance per Bank Statement	---
Plus Total Amount of Outstanding Deposits	---
Minus Total Amount of Outstanding Checks and other debits	---
Minus Service Charges	---
Ending Balance per Check Register	---

The following disbursements were paid by Cash: (Check here if cash disbursements were authorized by United States Trustee)

Not Applicable

The following non-payroll disbursements were made from this account:

Not Applicable

(a) The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).

ATTACHMENT 5B
CHECK REGISTER - PAYROLL ACCOUNT

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC **Case Number:** 3:16-bk-02233-PMG

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

NAME OF BANK: **Bank of America Merrill Lynch** BRANCH: **Not Applicable**

ACCOUNT NAME: **Premier Exhibition Management LLC** ACCOUNT NUMBER: **3340 3706 9713**

PURPOSE OF ACCOUNT: **PAYROLL**

Payroll Disbursements Detail

Date	Type	Payee	Description	Amount
6/14/16	ACH	Paychex	401K	2,225
6/16/16	ACH	Terminated Employee	Payroll	2,353
6/16/16	ACH	Terminated Employee	Payroll taxes	1,664
6/17/16	ACH	Paycor	Paycor fee	175
6/21/16	ACH	Paycor	Payroll taxes	198
6/23/16	ACH	Premier employees	Payroll	88,907
6/23/16	ACH	Paycor	Paycor fee	335
6/23/16	ACH	Paycor	Payroll taxes	36,884
6/28/16	ACH	Paycor	Payroll taxes	115
			Total	\$132,857

ATTACHMENT 4C
MONTHLY SUMMARY OF BANK ACTIVITY - TAX ACCOUNT

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC Case Number: 3:16-bk-02233-PMG

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

Not applicable

ATTACHMENT 5C
CHECK REGISTER - TAX ACCOUNT

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC Case Number: 3:16-bk-02233-PMG

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

Not applicable

SUMMARY OF TAXES PAID

Payroll Taxes Paid	\$38,861
Sales & Use Taxes Paid	---
Other Taxes Paid	---
<hr/>	
TOTAL	\$38,861

ATTACHMENT 4D
INVESTMENT ACCOUNTS AND PETTY CASH REPORT

INVESTMENT ACCOUNTS

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC **Case Number:** 3:16-bk-02233-PMG

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

Not applicable

The following Petty Cash Drawers/Accounts are maintained:

Location	Max Amount	Cash of Hand	Difference
Las Vegas	600	\$600	---
Atlanta	4,346	4,346	---
Orlando	1,994	1,994	---
Jersey City	641	641	---
Total		\$7,580	

For any Petty Cash Disbursements over \$100 per transaction, attach copies of receipts. If there are no receipts, provide an explanation **Not Applicable**

-
TOTAL INVESTMENT ACCOUNTS AND PETTY CASH (a + b) \$7,580 (c)

(c)The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).

ATTACHMENT 6
MONTHLY TAX REPORT

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC Case Number: 3:16-bk-02233-PMG

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

TAXES OWED AND DUE

Report all unpaid post-petition taxes including Federal and State withholding FICA, State sales tax, property tax, unemployment tax, State workmen's compensation, etc.

Name of Taxing Authority	Date Payment Due	Description	Amount	Last Tax Return	Tax Return Period
GA Dept of Revenue	6/20/2016	Atlanta sales tax	6,104		May
GA Dept of Revenue	7/20/2016	Atlanta sales tax	5,232	6/20/2016	Jun
NY Dept of Taxation	6/20/2016	New York sales tax	9,503		May
NY Dept of Taxation	7/20/2016	New York sales tax	1,633	6/20/2016	Jun
Nevada Dept. of Taxation	6/20/2016	Las Vegas sales tax	8,579		May
Nevada Dept. of Taxation	7/20/2016	Las Vegas sales tax	8,733	6/20/2016	Jun
Florida Dept of Revenue	6/20/2016	Orlando sales tax	4,513		May
Florida Dept of Revenue	7/20/2016	Orlando sales tax	8,082	6/20/2016	Jun
Stat of New Jersey	6/20/2016	Jersey City sales tax	3,295	4/20/2016	May
Stat of New Jersey	7/20/2016	Jersey City sales tax	127	4/20/2016	Jun
NYC Dept. of Finance	7/20/2016	Commerial Rent tax	9,679	6/20/2016	Mar16-May16
			65,480		

ATTACHMENT 7
SUMMARY OF OFFICER OR OWNER COMPENSATION

SUMMARY OF PERSONNEL AND INSURANCE COVERAGES

Name of Debtor: PREMIER EXHIBITIONS MANAGEMENT, LLC Case Number: 3:16-bk-02233-PMG

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

Report all forms of compensation received by or paid on behalf of the Officer or Owner during the month. Include car allowances, payments to retirement plans, loan repayments, payments of Officer/Owner's personal expenses, insurance premium payments, etc. Do not include reimbursement for business expenses Officer or Owner incurred and for which detailed receipts are maintained in the accounting records.

Name	Title	Description	Amount
Mike Little	Chief Financial Officer	Bi-weekly salary	\$9,715
Jessica Sanders	Secretary	Bi-weekly salary	3,485

PERSONNEL REPORT

	FULL TIME	PART TIME
NUMBER OF EMPLOYEES AT BEGINNING OF PERIOD	36	99
NUMBER HIRED DURING THE PERIOD	---	5
NUMBER TERMINATED OR RESIGNED DURING THE PERIOD	3	28
NUMBER OF EMPLOYEES ON PAYROLL AT END OF PERIOD	33	76

CONFIRMATION OF INSURANCE

Agent/Carrier	Phone #	Policy #	Coverage	Expiration Date	Premium Due
UNITED HEALTHCARE	1-800-357-1371	GA0U5426NM	HEALTHCARE	5/31/2017	6/1/2016
UNITED HEALTHCARE	1-800-357-1371	GA0U6298BW	HEALTHCARE	5/31/2017	6/1/2016
PRINCIPAL	1-800-986-3343	1035810	LIFE INSURANCE	5/31/2017	6/1/2016
PRINCIPAL	1-800-986-3343	1035810	VOLUNTARY TERM LIFE INSURANCE	5/31/2017	6/1/2016
PRINCIPAL	1-800-986-3343	1035810	SHORT TERM DISABILITY INSURANCE	5/31/2017	6/1/2016
PRINCIPAL	1-800-986-3343	1035810	LONG TERM DISABILITY INSURANCE	5/31/2017	6/1/2016
PRINCIPAL	1-800-986-3343	1035810	DENTAL HIGH PLAN	5/31/2017	6/1/2016
PRINCIPAL	1-800-986-3343	1035810	DENTAL LOW PLAN	5/31/2017	6/1/2016
VSP	1-916-851-5000	30033382	VISION CARE	5/31/2017	6/1/2016
UNUM	1-800-275-8686	RO542746 GCI_EE_PAY	CRITICAL ILLNESS	5/31/2017	6/1/2016

UNUM	1-800-275-8686	RO542746 GRP_ACC_VOL_11	ACCIDENT	5/31/2017	6/1/2016
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The following lapse in insurance coverage occurred this month: **Not applicable**

Check here if U. S. Trustee has been listed as Certificate Holder for all insurance policies.

ATTACHMENT 8

SIGNIFICANT DEVELOPMENTS DURING REPORTING PERIOD

Information to be provided on this page, includes, but is not limited to: (1) financial transactions that are not reported on this report, such as the sale of real estate (***attach closing statement***); (2) non-financial transactions, such as the substitution of assets or collateral; (3) modifications to loan agreements; (4) change in senior management, etc. Attach any relevant documents.

Subsequent event

Sale of Pompeii exhibiry assets to John Norman, former Premier employee – expected close in July 2016.

Value Received
1. \$50,000 on signing the agreement
2. Assumes \$18,074 liability
3. Additional \$50,000 due within 3 months
4. Consignment of Pompeii inventory for future sale at exhibitions - \$120,000 approximate value

We anticipate filing a Plan of Reorganization and Disclosure Statement on or before **To Be Determined**.

APPENDIX

Premier Exhibitions Management, LLC

Per MOR-3

(Unaudited) Balance Sheet as at May 31, 2016

(Unaudited) Profit and Loss Statement for 5 months ending May 31, 2016

Per MOR-8

Bank statement – Bank of America Merrill Lynch -9697

Bank reconciliation – Bank of America Merrill Lynch -9697

Per MOR-11

Bank statement – Bank of America Merrill Lynch -3309

Bank reconciliation – Bank of America Merrill Lynch -3309

Per MOR-13

Bank statement – Wells Fargo -1139

Bank reconciliation – Wells Fargo -1139

Per MOR-15

Bank statement – Royal Bank of Scotland -4386

Bank reconciliation – Royal Bank of Scotland -4386

Bank statement – Royal Bank of Scotland -4351

Bank reconciliation – Royal Bank of Scotland -4351

Per MOR-17

Bank statement – Bank of America Merrill Lynch -9713

Bank reconciliation – Bank of America Merrill Lynch -9713

PEM Management, LLC
Balance Sheet
Months Ending May 31, 2016

PEM Management, LLC
Balance Sheet
Months Ending May 31, 2016

	12/31/15	01/31/16	02/29/16	03/31/16	04/30/16	05/31/16
Total Intracompany	(7,950,395.88)	(7,959,626.59)	(7,938,430.88)	(7,936,645.68)	(7,936,475.32)	(7,964,706.28)
Intercompany						
Other Short-Term Liabilities						
Deferred Revenue	112,304.13	89,613.99	10,000.00			
Unearned Guaranty Income	1,605,692.94	1,666,161.44	1,575,328.48	1,663,306.08	1,562,198.86	1,297,357.81
Deferred Admissions Revenue	83,419.03	67,993.83	120,238.34	118,477.37	23,539.12	8,920.07
Short-Term Portion - Notes Payable	200,000.00	200,000.00	200,000.00	200,000.00	200,000.00	200,000.00
S/T Portion - AEI Note Pay	110,000.00	110,000.00	110,000.00	110,000.00	110,000.00	110,000.00
S/T Discount - AEI Note Pay	(3,544.39)	(1,772.19)	0.01	0.01	0.01	0.01
S/T Cap Lease - 5 yr	18,713.28	18,713.28	15,693.15	14,165.44	14,165.44	11,083.44
S/T Capital Lease 1,821.55	16,839.31	15,486.57	14,126.22	12,758.21	11,382.50	9,999.04
S/T Capital Lease 3,073.04	28,249.65	25,980.30	23,698.17	21,403.20	19,095.30	16,774.41
S/T Capital Lease 831.87	7,900.92	7,316.26	6,727.84	6,135.64	5,539.63	4,939.78
Other Short-Term Liabilities	2,179,574.87	2,199,493.48	2,075,812.21	2,146,245.95	1,945,920.86	1,659,074.56
Total Current Liabilities	11,745,729.04	11,407,813.10	11,449,572.95	11,386,595.64	10,504,392.18	9,803,479.41
Long Term Liabilities						
L/T Cap Lease - 5 yr	16,625.22	16,625.22	16,625.22	16,625.22	16,625.22	16,625.22
L/T Capital Lease 1,821.55	65,077.10	65,077.10	65,077.10	65,077.10	65,077.10	65,077.10
L/T Capital Lease 3,073.04	112,230.24	112,230.24	112,230.24	112,230.24	112,230.24	112,230.24
L/T Capital Lease 831.87	30,531.37	30,531.37	30,531.37	30,531.37	30,531.37	30,531.37
L/T Portion - AEI Note Pay	63,000.00	63,000.00	63,000.00	63,000.00	63,000.00	63,000.00
L/T Discount - AEI Note Pay	(8,023.82)	(8,023.82)	(8,023.82)	(8,023.82)	(8,023.82)	(8,023.82)
L/T Luxor Lease Restructure	642,991.86	611,577.32	580,162.78	549,422.77	518,682.76	487,942.75
L/T Loan - DK/DU Investors	1,100,000.00	1,100,000.00	1,600,000.00	1,600,000.00	2,600,000.00	2,600,000.00
Total Long Term Liabilities	2,022,431.97	1,991,017.43	2,459,602.89	2,428,862.88	3,398,122.87	3,367,382.86
TOTAL LIABILITIES	13,768,161.01	13,398,830.53	13,909,175.84	13,815,458.52	13,902,515.05	13,170,862.27
EQUITY						
Retained Earnings		(1,605,333.13)	(1,605,333.13)	(1,605,333.13)	(1,605,333.13)	(1,605,333.13)
YTD Net Income		(1,605,333.13)	(202,458.40)	(953,533.14)	(625,854.89)	(422,608.46)
TOTAL EQUITY	(1,605,333.13)	(1,807,791.53)	(2,558,866.27)	(2,231,188.02)	(2,027,941.59)	(2,190,907.10)
TOTAL LIABILITIES AND EQUITY	12,162,827.88	11,591,039.00	11,350,309.57	11,584,270.50	11,874,573.46	10,979,955.17

PEM Management, LLC
Profit and Loss Statement
Months Ending May 31, 2016

	12/31/15	01/31/16	02/29/16	03/31/16	04/30/16	05/31/16
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Ordinary Income and Expense

Revenue

Exhibition Revenue

Admissions

Admission Ticket Revenue	\$1,148,921	\$943,269	\$895,560	\$1,264,832	\$1,073,608	\$849,652
Admissions - Group Sales	87,174	33,226	60,842	185,988	166,124	66,063
Admissions - Dinner Shows	26,824	27,920	38,301	31,990	34,399	31,799
Ticket Surcharge Revenue	748	334	298	302	276	224
Audio Tour Revenue	26,024	15,040	20,832	20,825	21,011	23,096
Exhibition Partnership Distr	(14,598)	208,895	(224,676)	(10,989)	8,210	34,695
Exhibition Revenue - Other	38,372	120,250	92,808	93,141	151,375	56,912
Royalties	(317,339)			21,969	14,070	12,771

Total Admissions

	996,126	1,348,934	883,965	1,608,058	1,469,073	1,075,212
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Sales Contra Revenue

Credit Card Fees	(26,817)	(21,509)	(19,563)	(25,302)	(25,088)	(22,953)
Sales Charge Backs	(381)	(236)	(260)	(280)	(358)	(685)
Call Center Fees	(15,857)	(1,923)	(838)	(759)	(1,094)	(1,339)

Sales Contra Revenue

	(43,055)	(23,668)	(20,661)	(26,341)	(26,540)	(24,977)
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Total Exhibition Revenue

	953,071	1,325,266	863,304	1,581,717	1,442,533	1,050,235
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Guaranty and Licensing Revenue

Licensing Rights Revenue	278,625	269,248	249,489	280,710	332,096	314,841
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Total Guaranty and Licensing Revenue

	278,625	269,248	249,489	280,710	332,096	314,841
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Merchandise Revenue

Retail Sales	159,191	127,619	142,953	228,220	206,919	155,916
Merchandise - Other	311	438	(57)	(858)	409	450
Merchandise Partnership Distr	(96)	(56)	(1,280)	(88)	(51)	(28,677)
Photography	62,646	59,396	63,500	86,036	78,255	57,892
Photo Partnership Distribution			7,129	3,400		(5,854)
Wholesale - Markups				1,200		(7,605)
Merch-Licensing & Royalty Rev	415	613				
Royalties - 3%						

Total Merchandise Revenue

	222,467	188,010	212,245	317,910	285,532	172,122
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Other Revenue

Shipping Income	3,522	550	1,542	844	1,457	1,495
Exhibition Mgmt Fee	10,417	10,417	35,417	10,417	10,417	10,417

Total Other Revenue

	13,939	10,967	36,959	11,261	11,874	11,912
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Total Revenue

	1,468,102	1,793,491	1,361,997	2,191,598	2,072,035	1,549,110
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Cost of Sales						
Exhibition Expenses						
Production Expenses						
Artifact Supplies				38		66
Design Costs	3,210	(2,190)	6,920	2,160		
Equipment Rental	1,674	3,712	2,325	258	27,497	5,588
Artifact Install/Conservation				1,000		
Build Cost	68,611	45,370	50,798	46,241	44,815	23,412
Electrical Supplies	477			323		
Fire Protections				160		

PEM Management, LLC
Profit and Loss Statement
Months Ending May 31, 2016

	12/31/15	01/31/16	02/29/16	03/31/16	04/30/16	05/31/16
Postage & Delivery	47	300	77	486	227	28
Printing/Graphics	5,642	3,613	8,215	2,572	3,236	2,910
Professional Consulting		5,225	8,145	2,255		
Security		222	1,158			
Shipping/Storage			(12,491)	25,332	45,780	44,797
Supplies (Paint, tools, etc)	384	66	1,537	3,700	5,878	16,329
Exhibition Insurance	(4,758)					
Temporary Labor	2,350	2,175	346	5,697	97,218	37,556
Per Diem	(308)		17	1,585	12,557	2,351
Misc. Expense		(99,980)	(48,939)	(20,550)	(42,805)	(18,303)
Total Production Expenses	77,329	(41,487)	18,108	71,257	194,403	114,734
Travel - Production						
Travel - Airfare	1,023	1,531	3,840	10,633	1,881	8,320
Travel - Hotel/Lodging	911		5,209	9,456	9,428	(154)
Travel - Meals	656		206	1,507	653	(224)
Travel - Auto Rental	42			156		
Travel - Parking Fees	83		70	385	449	(224)
Travel - Cab Fare	309		75	391	292	
Travel - Misc. Exp.	(9,158)	(7,291)	15,941	1,955	(2,429)	6,816
Travel - Mileage				32		
Total Travel - Production	(6,134)	(5,760)	25,341	24,515	10,274	14,534
Operational Expenses						
Office Expense	2,598	4,247	3,589	4,336	4,167	4,037
Telephone/Internet	4,795	6,042	5,350	7,237	5,557	2,135
Utilities	93,034	24,907	33,128	47,583	32,216	17,787
Salaries - Exhibitions	197,701	209,148	163,493	158,221	182,190	111,293
Insurance - Med/Dental Exhibit	4,531	3,195	4,441	4,036	3,890	5,930
Payroll Taxes - Exhibitions	22,486	28,429	19,617	20,296	22,832	12,473
Recruiting Expense		16		115		
Bank Charges	34	320	415	35		
Online Expenses	107					
Miscellaneous Operational Exp	1,071	(643)	503	117	(539)	2,200
Dinner Shows - COS	15,952	14,116	20,531	15,391	18,731	16,563
Security Expense - Operations	2,113	3,391	1,919	1,970	3,467	2,897
Temporary Labor			10,416	4,975	12,943	150
Cleaning Expenses	14,578	15,036	1,481	1,736	3,533	1,929
Licensing Fees	99,167	171,667		7,500	2,500	2,500
Rent Expense	580,213	551,439	567,513	641,147	535,807	535,770
Repairs and Maintenance	5,044	7,805	7,079	9,460	3,442	2,852
Uniforms/Costumes	107		421	529	155	310
Exhibition Mgmt Expense			32,500			
Freight/Trucking Exp:			1,200	3,450		460
Exhibitory Storage	5,965	3,384				
Taxes & Licenses	26,209	13,736	17,094	5,966	13,930	(10,331)
Total Operational Expenses	1,075,705	1,056,235	890,690	934,100	844,821	708,955
Total Exhibition Expenses	1,146,900	1,008,988	934,139	1,029,872	1,049,498	838,223
Merchandise Expenses						
Retail Cost of Goods Sold	36,639	29,803	42,739	56,470	50,605	38,377
Cost of Photos	12,077	6,646	5,564	9,671	8,145	5,362
Software Support	1,480	3,707	1,107	2,082	1,107	1,107
Freight & Handling	8,891	11,429	6,177	3,897	4,375	4,457
Misc. Merchandise Expense	930			799	(4)	656
Retail CC Fees	105	10	12	16	9	378
Inventory Over/Short	16,477			13,510		

PEM Management, LLC
Profit and Loss Statement
Months Ending May 31, 2016

	12/31/15	01/31/16	02/29/16	03/31/16	04/30/16	05/31/16
Setup Fees	80				60	
Merchandise Supplies	1,079		541	1,222	919	2,176
Total Merchandise Expenses	77,758	51,595	56,140	87,667	65,216	52,513
Exhibition Marketing Expenses						
Marketing						
Marketing Consultants	15,000					
Booth Rental			1,050			
Misc. Marketing Expenses	1,169	3,816		285		
Total Marketing	16,169	3,816	1,050	285		
Travel - Marketing						
Travel - Airfare	226			203		
Travel - Parking Fees				8		
Total Travel - Marketing	226			211		
Advertising						
Advertising - Outdoor Production	23,579			4,800		
Advertising - Creative Production	450					
Advertising -Outdoor/Billboard	228,764	163,510	33,592	23,985		112,833
Advertising - Print	60,452	45,042	62,914	46,577	8,374	35,366
Advertising - Promotions	888	9,985	8,600	9,845	8,600	8,600
Advertising - Television	11,769	42,576				
Advertising - Flyers	15,398	12,044	9,841	6,542	8,471	3,387
Advertising - Internet	41,239	2,393	31,195	1,750	1,750	1,750
Advertising - Accruals	(105,774)	(304,773)				
Group Sales - Commissions	6,310	642	2,709	1,352	7,219	1,372
Group Sales - Other Expenses	3,337		1,000		1,000	500
Total Advertising	286,412	(28,581)	149,851	94,851	35,414	163,808
Public Relations						
PR - Collateral			438			
PR - Consulting Exp.	15,283	7,296	8,208	5,700	4,200	15,267
PR - Events		271	1,053	9,046	2,818	9,315
Total Public Relations	15,283	7,567	9,261	15,184	7,018	24,582
Total Exhibition Marketing Expenses	318,090	(17,198)	160,162	110,531	42,432	188,390
Total Cost of Sales	1,542,748	1,043,385	1,150,441	1,228,070	1,157,146	1,079,126
Gross Profit	(74,646)	750,106	211,556	963,528	914,889	469,984
Operating Expenses						
General and Administrative						
Exhibition Expense						
Marketing Expense	991	1,162	10,463	50		
Public Relations Expense	4,000	4,000				
Merchandise Expense			1,127	1,140	37	
Exhibition Expense			507	44		
Graphic Design Collateral		357			365	
Total Exhibition Expense	4,991	5,519	12,097	1,234	402	
Artifact Expense						

PEM Management, LLC
Profit and Loss Statement
Months Ending May 31, 2016

	12/31/15	01/31/16	02/29/16	03/31/16	04/30/16	05/31/16
Conservation		2,925	6,820	72	675	
Artifact - Freight/ Shipping			65	562		15,318
Insurance - Artifacts	114					
Laboratory Supplies		196		583		200
Total Artifact Expense	114	3,121	6,885	1,217	675	15,518
Compensation						
Salaries	297,968	271,746	214,940	219,841	164,256	215,777
Severance		14,513	15,012	1,298		
Payroll Taxes	25,579	34,982	19,073	19,467	24,118	15,469
Bonus Compensation		(21,601)	8,809			2,041
Computer Labor	12,559	6,111	6,111	6,111	6,111	
Temporary Labor		180	1,825	200	1,800	2,615
Director's Compensation	29,054	15,471	6,643	3,669	3,235	3,235
Total Compensation	365,160	321,402	272,413	250,586	199,520	239,137
Employee Benefits						
Books & Subscriptions	3,227	437	97	70		
Dues & Fees		404	198	990	9	34
Payroll Fees	3,973	6,709	4,315	3,940	4,476	2,991
Human Resources	2,024	1,542	690	953	285	153
Moving/Relocation				3,880		
Total Employee Benefits	9,224	9,092	5,300	9,833	4,770	3,178
Insurance						
Insurance - Worker's Comp	2,910	2,709	2,910	2,709	2,709	2,709
Insurance - D&O Insurance				(8,997)		
Insurance - Medical	10,915	16,645	16,507	5,988	11,277	9,722
Insurance - Office/Misc	16,056	22,970	18,830	18,830	18,830	18,830
Total Insurance	29,881	42,324	38,247	18,530	32,816	31,261
Office Expenses						
Equipment Rental	3,308	4,058	3,717	4,962	5,284	3,730
Software as a Service	2,452	704	3,704	3,603	1,456	1,666
Computer/Comp Supplies < 1000	1,541	357				
Office Equipment < 1000		128		160		
Maintenance - Equipment/Comp	1,078	98	1,265		821	7,270
Maintenance - Software	15,458	941	941	2,651	941	941
Office Expense	1,481	4,050	30,436	29,853	16,538	2,743
Security			7,631			1,158
G&A Storage	2,805	11,231	11,900	9,295	2,695	1,501
Rent Expense	93,849	20,397	93,974	100,705	90,963	97,772
Accretion Expense	2,487	2,487	2,487	2,440	2,440	2,440
Office Parking Fees	432	1,450	2,146	384		
Utilities	4,397	2,618	7,059	5,355	7,969	9,849
Telephone	3,646	4,645	3,912	4,410	3,114	3,519
Mobile/Cellular Telephone	1,604	1,804	1,189	1,470	854	858
Internet	1,000	1,000	1,000	2,728	2,276	1,276
Web Site	207	1,586	396	124		
Postage & Delivery	943	609	133	1,257	292	37
Office Supplies	453	335	52	1,274	673	179
Total Office Expenses	137,269	58,370	171,942	170,671	136,316	134,939
Travel - G&A						
Travel - Airfare	528	1,139	3,900	6,958	2,485	2,903
Travel - Hotel/Lodging	14,943	942	2,925	1,633	1,692	962

PEM Management, LLC
Profit and Loss Statement
Months Ending May 31, 2016

	12/31/15	01/31/16	02/29/16	03/31/16	04/30/16	05/31/16
Travel - Meals	272	450	1,026	1,184	643	892
Travel - Auto Rental				143	449	294
Travel - Phone/Internet	61	68				
Travel - Parking Fees	2,060	191	229	142	104	933
Travel - Cab Fare	166	95	95		99	
Travel - Misc. Exp.	(587)	10,292	(8,386)	1,339	36	192
Total Travel - G&A	17,443	13,177	(211)	11,399	5,508	6,176
Professional Fees						
Accounting Fees	54,088	54,500	67,701	52,000	30,000	30,000
Professional Fees	9,915	10,175	14,794	7,008	10,790	27,500
Consulting Expense	7,233	30,500	14,009	4,500	4,500	2,963
Legal Fees	100,663	36,760	53,575	42,528	88,804	78,058
Total Professional Fees	171,899	131,935	150,079	106,036	134,094	138,521
Other Expenses						
Bank Charges	6,696	7,235	6,952	18,375	8,370	6,214
Printing (Reports)			51			
Stock Investor Marketplace				3,500	3,500	3,500
Stock Reg Fees		909	2,446		805	809
Filing Fees	13,635	(11,051)	10,000	400	300	
Registration	544		3,633	1,995	4,454	2,835
Misc. Expense	1,927	(32)	1,197	(2,767)	(758)	1,612
Penalties/Late Fees	473	4,949	22,866	2,829	346	
Loss on Leases		124,921		(65,322)		
Property Taxes	789	2,035	2,310	2,173	2,035	2,310
Business Licenses	14,751			21,035		
Total Other Expenses	38,815	128,966	49,455	(17,782)	19,052	17,280
Non-Cash Expenses						
Stock Compensation						
SAR Expense		(2,700)				
Total Stock Compensation		(2,700)				
Other Non-Cash Expenses						
Administrative Service Fee		(169,844)				
Total Other Non-Cash Expenses		(169,844)				
Total Non-Cash Expenses		(172,544)				
Total General and Administrative	602,252	713,906	706,207	551,724	533,153	586,010
EBITDA	(676,898)	36,200	(494,651)	411,804	381,736	(116,026)
Other Operating Expenses						
Depreciation and Amortization						
Amortization	108,547	54,273	54,273	54,273	54,273	54,273
Depreciation Expense	313,042	156,521	156,521	156,521	156,521	156,521
Total Depreciation and Amortization	421,589	210,794	210,794	210,794	210,794	210,794
Impairment Expense	255,019					
Total Other Operating Expenses	676,608	210,794	210,794	210,794	210,794	210,794

PEM Management, LLC
Profit and Loss Statement
Months Ending May 31, 2016

	12/31/15	01/31/16	02/29/16	03/31/16	04/30/16	05/31/16
Total Operating Expenses	1,278,860	924,700	917,001	762,518	743,947	796,804
Income from Operations	(1,353,506)	(174,594)	(705,445)	201,010	170,942	(326,820)
Other Income and Expense						
Other Income	(18,763)			(140,649)		
Interest Income	(55)	(55)	(53)	(58)	(56)	(59)
Gain on Vendor Settlements				(45,845)	(284,697)	
Interest Expense	29,814	27,916	45,682	14,033	13,599	120,905
Total Other Income and Expense	10,996	27,861	45,629	(126,674)	(32,302)	(163,851)
Net Income	(1,364,502)	(202,455)	(751,074)	327,684	203,244	(162,969)
Income incl Non-Controlling Interest	(1,364,502)	(202,455)	(751,074)	327,684	203,244	(162,969)

STANDARD BANK RECONCILIATION											
Jun-16											
Account No.	3340 3706 9697	Account Name	Premier Exhibition Management LLC								
Bank Balance shown on Bank Statement				\$1,621,160		Your transaction register balance				\$1,259,410	
Add (+)						Add (+)					
Deposits not shown on Bank Statement				---		Other credits shown on the bank statement but not in transaction register				---	
Total				1,621,160							
Subtract (-)						Add (+)					
Checks and other items outstanding but not paid on Bank Statement						Interest paid on bank statement					
						Total				1,259,410	
Number	Amount	Number	Amount			Subtract (-)					
126637	\$346,030	126631	\$5,610			Other debits shown on bank statement but not in transaction register					
126597	325	126632	8								
126622	4,843	126633	11								
126624	65	126634	153								
126626	607	126635	322								
126627	555	126636	439								
126628	502	OD	1,853								
126629	171										
126630	15										
126630	39										
126630	203										
			Total Subtractions	361,750		Total Subtractions				---	
			Balance	\$1,259,410		Balance				\$1,259,410	



P.O. Box 15284
Wilmington, DE 19850

Customer service information

Customer service: 1.888.400.9009

bankofamerica.com

Bank of America, N.A.
P.O. Box 4899
Atlanta, GA 30302-4899

PREMIER EXHIBITIONS MANAGEMENT LLC
DEBTOR IN POSSESSION CASE 16-02232
TUT BLKPN DG PEACHTREE CORNERS
3045 KINGSTON CT STE I
PEACHTREE CORNERS, GA 30071-1231



Please see the Account Changes section of your statement for details regarding important changes to your account.

Your Full Analysis Business Checking

for June 1, 2016 to June 30, 2016

Account number: 3340 3709 3309

PREMIER EXHIBITIONS MANAGEMENT LLC DEBTOR IN POSSESSION CASE 16-02232 TUT BLKPN DG PEACHTREE CORNERS

Account summary

Beginning balance on June 1, 2016	\$54,185.74	# of deposits/credits: 0
Deposits and other credits	0.00	# of withdrawals/debits: 0
Withdrawals and other debits	-0.00	# of days in cycle: 30
Checks	-0.00	Average ledger balance: \$54,185.74
Service fees	-0.00	
Ending balance on June 30, 2016	\$54,185.74	

IMPORTANT INFORMATION: BANK DEPOSIT ACCOUNTS

Updating your contact information - We encourage you to keep your contact information up-to-date. This includes address, email and phone number. If your information has changed, the easiest way to update it is by visiting the Help & Support tab of Online Banking. Or, you can call our Customer Service team.

Deposit agreement - When you opened your account, you received a deposit agreement and fee schedule and agreed that your account would be governed by the terms of these documents, as we may amend them from time to time. These documents are part of the contract for your deposit account and govern all transactions relating to your account, including all deposits and withdrawals. Copies of both the deposit agreement and fee schedule which contain the current version of the terms and conditions of your account relationship may be obtained at our financial centers.

Electronic transfers: In case of errors or questions about your electronic transfers - If you think your statement or receipt is wrong or you need more information about an electronic transfer (e.g., ATM transactions, direct deposits or withdrawals, point-of-sale transactions) on the statement or receipt, telephone or write us at the address and number listed on the front of this statement as soon as you can. We must hear from you no later than 60 days after we sent you the FIRST statement on which the error or problem appeared.

- Tell us your name and account number.
- Describe the error or transfer you are unsure about, and explain as clearly as you can why you believe there is an error or why you need more information.
- Tell us the dollar amount of the suspected error.

For consumer accounts used primarily for personal, family or household purposes, we will investigate your complaint and will correct any error promptly. If we take more than 10 business days (10 calendar days if you are a Massachusetts customer) (20 business days if you are a new customer, for electronic transfers occurring during the first 30 days after the first deposit is made to your account) to do this, we will credit your account for the amount you think is in error, so that you will have use of the money during the time it will take to complete our investigation.

For other accounts, we investigate, and if we find we have made an error, we credit your account at the conclusion of our investigation.

Reporting other problems - You must examine your statement carefully and promptly. You are in the best position to discover errors and unauthorized transactions on your account. If you fail to notify us in writing of suspected problems or an unauthorized transaction within the time period specified in the deposit agreement (which periods are no more than 60 days after we make the statement available to you and in some cases are 30 days or less), we are not liable to you for, and you agree to not make a claim against us for the problems or unauthorized transactions.

Direct deposits - If you have arranged to have direct deposits made to your account at least once every 60 days from the same person or company, you may call us at the telephone number listed on the front of this statement to find out if the deposit was made as scheduled. You may also review your activity online or visit a financial center for information.

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Bank of America, N.A. Member FDIC and  Equal Housing Lender



PREMIER EXHIBITIONS MANAGEMENT LLC | Account # 3340 3709 3309 | June 1, 2016 to June 30, 2016

Your checking account

Daily ledger balances

Date	Balance (\$)
06/01	54,185.74

To help you BALANCE YOUR CHECKING ACCOUNT, print a copy of the "How to Balance Your Bank of America Merrill Lynch Account" page by visiting CashPro® University at cashproonline.bankofamerica.com.

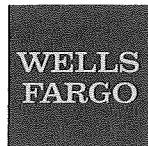
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Account Changes

We want to make sure you stay up-to-date on changes to your accounts.

In an effort to support your understanding of regulatory requirements related to Internet Gambling you are being provided the following reminder: You must not use your account or any Service for illegal transactions, for example those prohibited by the Unlawful Internet Gambling Enforcement Act. 31 U.S.C Section 5361 et. Seq.

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012118 1 AV 0.376 1395358



PREMIER EXHIBITION MANAGEMENT, LLC
3045 KINGSTON CT # 1
PEACHTREE CORNERS GA 30071-1231

Questions?

Available by phone 24 hours a day, 7 days a week:
Telecommunications Relay Services calls accepted

1-800-CALL-WELLS (1-800-225-5935)

TTY: 1-800-877-4833

En español: 1-877-337-7454

Online: wellsfargo.com/biz

Write: Wells Fargo Bank, N.A. (297)

P.O. Box 6995

Portland, OR 97228-6995

Your Business and Wells Fargo

The plans you establish today will shape your business far into the future. The heart of the planning process is your business plan. Take the time now to build a strong foundation. Find out more at wellsfargoworks.com/plan.

Account options

A check mark in the box indicates you have these convenient services with your account(s). Go to wellsfargo.com/biz or call the number above if you have questions or if you would like to add new services.

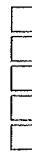
Business Online Banking

Online Statements

Business Bill Pay

Business Spending Report

Overdraft Protection



IMPORTANT ACCOUNT INFORMATION

The section titled "Rights and Responsibilities" - "Are we allowed to close your account" and "When are you allowed to close your account" in your Account Agreement have been deleted and replaced by the following effective August 5, 2016.

When can your account be closed?

We can close your account at any time. If the account is closed, we may send the remaining balance on deposit in your account by traditional mail or credit it to another account you maintain with us.

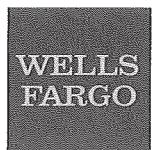
We may, but are not required to allow you to leave on deposit sufficient funds to cover outstanding items to be paid from your account.

- If we do allow funds to remain on deposit, the terms and conditions of the Agreement will continue to apply until we make a final disbursement from your account.

- If we do not allow you to keep funds on deposit, we will not be liable for any loss or damage that may result from dishonoring any of your items that are presented or otherwise received after your account is closed.

DCDM11UTHK 012118 N2NNNNNNNN NNN NNN 001 002 297 067491

115857772



- You can close your account at any time if the account is in good standing (e.g., does not have a negative balance or any restrictions on the account).

- If your account is an interest-earning account, it will cease to earn interest from the date you request it be closed.

- If your account has Overdraft Protection and/or Debit Card Overdraft Service, these services will be removed when you request to close your account.

- If your account balance does not reach zero within 30 days from the date of your request to close your account, we will charge you the applicable monthly service fee if you do not meet the requirements to avoid the monthly service fee. If the monthly service fee is greater than your account balance, only the amount equal to your account balance will be charged and your account will be closed.

- After 30 days, if your account balance does not reach zero, your account will be returned to active status and subject to all applicable fees. If your account is a variable interest earning account, the interest rates disclosed in the rate sheet in effect on the date your account is returned to active status will apply. We may change the interest rate for variable rate accounts at any time. You will need to reestablish Overdraft Protection and/or Debit Card Overdraft Service if desired by contacting your banker or calling the number on your statement.

Activity summary

Beginning balance on 6/1	\$4,546.16
Deposits/Credits	0.00
Withdrawals/Debits	- 14.00
Ending balance on 6/30	\$4,532.16
Average ledger balance this period	\$4,546.16

Account number: 5812171139

PREMIER EXHIBITION MANAGEMENT, LLC

Georgia account terms and conditions apply

For Direct Deposit use

Routing Number (RTN): 061000227

For Wire Transfers use

Routing Number (RTN): 121000248

Overdraft Protection

This account is not currently covered by Overdraft Protection. If you would like more information regarding Overdraft Protection and eligibility requirements please call the number listed on your statement or visit your Wells Fargo store.

Transaction history

Date	Check Number	Description	Deposits/Credits	Withdrawals/Debits	Ending daily balance
6/30		Monthly Service Fee		14.00	4,532.16
Ending balance on 6/30					\$4,532.16
Totals			\$0.00	\$14.00	

The Ending Daily Balance does not reflect any pending withdrawals or holds on deposited funds that may have been outstanding on your account when your transactions posted. If you had insufficient available funds when a transaction posted, fees may have been assessed.

Monthly service fee summary

For a complete list of fees and detailed account information, please see the Wells Fargo Fee and Information Schedule and Account Agreement applicable to your account or talk to a banker. Go to wellsfargo.com/feefaq to find answers to common questions about the monthly service fee on your account.

067492



Fee period 06/01/2016 - 06/30/2016	Standard monthly service fee \$14.00	You paid \$14.00
How to avoid the monthly service fee	Minimum required	This fee period
Have any ONE of the following account requirements		
<ul style="list-style-type: none"> • Average ledger balance • Qualifying transaction from a linked Wells Fargo Business Payroll Services account 	\$7,500.00 1	\$4,546.00 <input type="checkbox"/> 0 <input type="checkbox"/>

Sortcode 16-2211 Account No 10134386 Page 146
 Statement of RMS TITANIC (UK) LIMITED
 Account for BUSINESS CURRENT ACCOUNT



FAO MR A MOULD, RMS TIT(UK) LTD
 C/O BAKER TILLY TAX & ACC. LTD
 1ST FLOOR, TWO HUMBER QUAYS
 WELLINGTON STREET WEST
 HULL
 HU1 2BN

33500
 162211
 00142
 01

Hull Branch
 10 Silver Street
 Hull
 HU1 1JE



BIC RBOS GB 2L
 IBAN GB46 RBOS1622 1110 1343 86

BAC -Automated
 Pay In
 BGC -Bank Giro
 Pay In
 BSP -Branch
 Single
 Payment
 CDM -Cash &
 Deposit
 Machine
 ≥ CHGCharges
 C/L -Cashline
 D/D -Direct Debit
 DIV -Dividend
 DR -Account
 Overdrawn
 FPR -Payment
 Reclaimed
 IBP -Inter-Branch
 Payment
 IFT -Int. Free
 Threshold
 ≥ INT-Interest
 ITL -International
 NDC -No Dividend
 Counterfoil
 ODL -Overdraft
 Limit
 ODR -Overdraft
 Rate
 POC -Post Office
 Counter
 POS -Debit Card
 Transaction

00128876
 S/O -Standing
 Order
 SBT -Funds
 Transfer
 TSU -Direct
 or
 Banking
 DPC -Transaction
 Tel. or PC
 ≥ Full details
 available on
 request.
 CARD USERS
 If your card is
 lost or stolen
 please contact
 your branch
 as soon as
 reasonably
 practicable
 or telephone:
 08705 13 35 50

Particulars	Withdrawn	Paid In	2016	Balance
BALANCE FORWARD				8580.11
ITL ACCOUNT CLOSURE				
LIVCSC001844898				
PREMIER EXHIBITI				
ROYWORLD ECONOMY	8580.11		1JUL	NIL
Lists	Total Withdrawn 8580.11	Total Paid In	2016 1JUL	Balance ACCOUNT CLOSED

Sortcode 16-2211 Account No 10134351 Page 188
Statement of PREMIER (UNITED KINGDOM) LIMITED
Account for ATTENTION-JOEL FENLEY
BUSINESS CURRENT ACCOUNT



Hull Branch
10 Silver Street
Hull
HU1 1JE

FAO MR A MOULD, PREMIER(UK)LTD
C/O BAKER TILLY TAX & ACC. LTD
1ST FLOOR, TWO HUMBER QUAYS
WELLINGTON STREET WEST
HULL
HU1 2BN

33500
16221
00141
01

RECEIVED
- 7 JUL 2016
BY: _____

BIC RBOS GB 2L
IBAN GB21 RBOS1622 1110 1343 51

BAC	-Automated
	Pay In
BGC	-Bank Giro
	Pay In
BSP	-Branch
	Single
	Payment
CDM	-Cash &
	Deposit
	Machine
≥ CHGCharges	
C/L	-Cashline
D/D	-Direct Debit
DIV	-Dividend
DR	-Account
	Overdrawn
FPR	-Payment
	Reclaimed
IBP	-Inter-Branch
	Payment
IFT	-Int Free
	Threshold
≥ INT-Interest	
ITL	-International
NDC	-No Dividend
	Counterfoil
ODL	-Overdraft
	Limit
ODR	-Overdraft
	Rate
POC	-Post Office
	Counter
POS	-Debit Card
	Transaction

00128873
 S/O -Standing
 Order
 SBT -Funds
 Transfer
 TSU -Direct
 or Banking
 DPC -Transaction
 Tel. or PC
 ≥ Full details
 available on
 request.
CARD USERS
 If your card is
 lost or stolen
 please contact
 your branch
 as soon as
 reasonably
 practicable
 or telephone:
 08705 13 35 50

Particulars
BALANCE FORWARD
CHG TO 01JUN-A/C 10134351

Withdrawn

Paid In

2016
1 JUN
22 JUN

Balance
35089.56
35079.56

Lists

Total Withdrawn
10.00

Total Paid In

2016
1 JUL

Balance

